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IN THE UNITED STATES BANKRUPTCY COURT
FOR THE EASTERN DISTRICT OF VIRGINIA
RICHMOND DIVISION

- - - - - x
In re: : Chapter 11
:
CIRCUIT CITY STORES, INC., : Case No. 08-35653 (KRH)
et al., :
:
Debtors. : Jointly Administered
- - - - - x

THIRD SUPPLEMENTAL ORDER ON DEBTORS' FIFTIETH OMNIBUS
OBJECTION TO CERTAIN ADMINISTRATIVE EXPENSES AND MOTION FOR
**(I) AUTHORITY TO SETOFF AGAINST SUCH EXPENSES AND (II) A
WAIVER OF THE REQUIREMENT THAT THE FIRST HEARING ON ANY
RESPONSE PROCEED AS A STATUS CONFERENCE**

THIS MATTER having come before the Court on the
Debtors' Fiftieth Omnibus Objection to Certain
Administrative Expenses and Motion for (I) Authority to
Setoff Against Such Expenses and (II) a Waiver of the

Requirement that the First Hearing on any Response Proceed as a Status Conference (the "Objection"),¹ which requested, among other things, that the claims identified on Exhibit C attached to the Objection be reduced as identified on Exhibit C for those reasons set forth in the Objection; and it appearing that due and proper notice and service of the Objection as set forth therein was good and sufficient and that no other further notice or service of the Objection need be given; and, for the reasons set forth in this Court's Memorandum Opinion and Order dated December 3, 2009,

IT IS HEREBY ORDERED ADJUDGED AND DECREED THAT:

1. The Objection is SUSTAINED as to the Claimant set forth on Exhibit A attached hereto and incorporated herein.

2. The Debtors are authorized to exercise their setoff rights in order to offset Circuit City's Receivables against the Administrative Expenses identified on Exhibit A attached hereto in the manner provided therein.

3. The Administrative Expenses set forth on Exhibit A is reduced as provided in Exhibit A.

¹ Capitalized terms not otherwise defined herein shall have the meanings ascribed to such terms in the Objection.

4. In the event the Debtors determine that any Administrative Expenses set forth in the Objection are overstated, the Debtors' rights to obtain payment of the amount of the Receivables offset against the overstated amount of the Claims are not waived and are expressly reserved.

5. To the extent that this Order conflicts with the Order on Debtors' Forty-Eighth, Forty-Ninth, and Fiftieth Omnibus Objections entered on December 3, 2009 (D.I. 5964), or the Supplemental Order on Debtors' Fiftieth Omnibus Objection to Certain Administrative Expenses and Motion for (I) Authority to Setoff Against Such Expenses and (II) a Waiver of the Requirement that the First Hearing on Any Response Proceed as a Status Conference entered on December 18, 2009 (D.I. 6127), this Order shall control.

6. The Debtors' rights to seek to avoid any transfers under 11 U.S.C. §§ 547, 553 or any other section of the Bankruptcy Code or applicable law with respect to the Claimant are not waived and are expressly reserved.

7. To the extent any Receivable remains after the offsets contemplated by the Objection are effectuated, the Debtors' rights to obtain payment of any remaining Receivable, or offset the Receivable against other claims

filed by the Claimant, are not waived and are expressly reserved.

8. The Debtors' rights to amend, modify, or supplement the Objection, to file additional objections to the Administrative Expenses included in the Objection or any other claims that have been or may be asserted against the Debtors on any grounds governing law permits, and to seek reduction of any claim to the extent such claim has been paid, are not waived and are expressly reserved.

9. This Court retains jurisdiction to hear and determine all matters arising from or related to the interpretation or implementation of this Order.

10. The Debtors shall serve a copy of this Order on the Claimant included on the exhibit to this Order on or before five (5) business days from the entry of this Order.

Dated: Richmond, Virginia

_____, 2010

HONORABLE KEVIN R. HUENNEKENS
UNITED STATES BANKRUPTCY JUDGE

WE ASK FOR THIS:

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/s/ Douglas M. Foley
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CERTIFICATION OF ENDORSEMENT UNDER LOCAL RULE 9022-1(C)

Pursuant to Local Bankruptcy Rule 9022-1(C), I hereby certify that the foregoing proposed order has been endorsed by or served upon all necessary parties.

/s/ Douglas M. Foley
Douglas M. Foley

EXHIBIT A

CREDITOR'S NAME AND ADDRESS	ASSERTED CLAIM AMOUNT *	DOCKETED DEBTOR	RECEIVABLES
Claim Number: 14253 Date Filed: 06/30/2009 CYBER POWER SYSTEMS INC WILLIAM J JOANIS ESQ 4241 12TH AVE E STE 400 SHAKOPEE, MN 55370	Docketed Amount: \$2,767.50 Total Receivables: \$7,996.55 Modified Amount: \$0.00	CIRCUIT CITY STORES, INC. (08-35653)	\$ 5,229.05
Claim Number: 9984 Date Filed: 01/30/2009 CYBERPOWER SYSTEMS USA INC ATTN GEN COUNSEL 4241 12TH AVE E STE 400 SHAKOPEE, MN 55379	Docketed Amount: \$4,923.10 Total Receivables: \$5,229.05 Modified Amount: \$0.00	CIRCUIT CITY STORES, INC. (08-35653)	\$ 305.95
Claim Number: 14354 Date Filed: 06/30/2009 CYBER POWER SYSTEMS USA INC 4241 12TH AVE E STE 400 SHAKOPEE, MN 55370	Docketed Amount: \$163,686.34 Total Receivables: \$305.95 Modified Amount: \$163,380.39	CIRCUIT CITY STORES, INC. (08-35653)	\$ 0.00
Total Docketed:			\$171,376.94
Total Modified:			\$163,380.39

* "UNL" denotes an unliquidated claim.